

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

IN RE PHARMACEUTICAL INDUSTRY AVERAGE WHOLESALE PRICE LITIGATION
--

MDL No. 1456

THIS DOCUMENT RELATES TO:

CIVIL ACTION: 01-CV-12257-PBS

ASTRAZENECA MASSACHUSETTS AND NON-MASSACHUSETTS CLASS 2 AND CLASS 3 SETTLEMENTS

Judge Patti B. Saris

DECLARATION OF ROBIN M. NIEMIEC

The undersigned, Robin M. Niemiec, hereby states that:

1. I submit this Declaration in order to provide the Court and the parties to the above-captioned litigation with information regarding the mailing and publication of the Notice Program approved by the Court in its Revised Order Granting Preliminary Approval of the Settlement Agreement and Release of AstraZeneca Related to Massachusetts Classes Two and Three, Directing Notice to the Classes, and Scheduling Fairness Hearing and its Revised Order Granting Preliminary Approval of the Settlement Agreement and Release of AstraZeneca Related to Non-Massachusetts Classes Two and Three, Directing Notice to the Classes, and Scheduling Fairness Hearing (collectively, "Preliminary Approval Orders"), as well as to provide the Court with details concerning claims administration related to Classes 2 and 3 to date.

2. I am the Managing Senior Project Administrator of Rust Consulting, Inc. ("Rust"). I am over 21 years of age and am not a party to this action. I have personal knowledge of the facts set forth herein, and if called as a witness, could and would testify competently hereto.

3. Rust has been a Notice and/or Settlement Administrator for several pharmaceutical settlements, such as: Hytrin¹, Augmentin², Lupron³, Paxil⁴, Relafen⁵, Remeron⁶, and Warfarin⁷, which included both Third-Party Payor (“TPP”) and consumer classes.

Pursuant to the Preliminary Approval Orders, Rust was appointed as the Claims Administrator to assist in the process of providing notice of the Settlement in this Action to potential TPP and Consumer Class Members in the Class 2 and 3 Settlement Classes.

4. Rust maintains a mailing database of 41,916 potential TPP Class Members and record keepers (the “TPP Mailing Database”) which consists of membership listings and existing databases from the following sources:

- a) Pharmacy Benefit Management Institute;
- b) Health Insurance Association of America;
- c) Benefits Sourcebook;
- d) Managed Care Information Centers;
- e) Judy Diamond Associates;
- f) A.M. Best Company;
- g) Association of Managed Care Providers;
- h) Society of Professional Benefit Administrators;
- i) American Association of Health Plans;
- j) Self Insurers Institute of America; and
- k) National Association of Insurance Commissioners.

5. Rust developed the TPP Mailing Database in March 2001 as a proprietary mailing database and it is maintained and regularly updated by Rust to be used in notifying TPP Class

¹ *In re Terazosin Hydrochloride Antitrust Litigation* (S.D.Fl. MDL No. 1317)

² *Rosemarie Ryan House, et al. v. GlaxoSmithKline PLC and SmithKline Beecham Corporation* (E.D.Va 2:02cv442)

³ *In Re Lupron® Marketing And Sales Practices Litigation* (D.Ma. M.D.L. 1430)

⁴ *Nichols, et al., v. Smithkline Beecham Corporation* (E.D.Pa. 00-CV-6222)

⁵ *In Re Relafen Antitrust Litigation* (D.Ma. 01-CV-12239-WGY)

⁶ *In Re: Remeron End Payor Antitrust Litigation* (D.N.J. 02-2007 (FSH))

⁷ *In re Warfarin Sodium Antitrust Litigation* (D.De. MDL No. 98-1232)

members in settlements of large pharmaceutical antitrust litigations, including those referenced in ¶ 3, above, as well as *In re Lorazepam and Clorazepate Antitrust Litigation* (MDL No. 1290); *Vista Healthplan, Inc., and Ramona Sakiestewa v. Bristol-Myers Squibb Co., and American BioScience, Inc.* (Civil Action No. 1:01CV01295 (EGS) (AK)); and *In re Cardizem CD Antitrust Litigation* (MDL No. 1278). Rust continues to update the TPP Mailing Database with changes of address and additional TPP Class members and record keepers as they are identified in subsequent settlements.

6. On August 27, 2010, pursuant to the Preliminary Approval Orders, Rust mailed the TPP Notice of Proposed Class Action Settlement and Third-Party Payor Claim Form (the “TPP Notice Packet”) to 41,916 potential TPP Class members, using the TPP Mailing Database. A copy of the TPP Notice Packet is attached hereto as Exhibit 1.

7. As of this date, the United States Postal Service (“USPS”) has returned a total of 155 TPP Notice Packets as undeliverable with a forwarding address. Rust subsequently re-mailed TPP Notice Packets to each address provided by the USPS.

8. As of this date, the USPS returned 1,676 TPP Notice Packets as undeliverable without forwarding addresses. Rust utilized the services of an address database service, to which Rust subscribes, to seek updated addresses. As a result, Rust received 113 updated addresses and subsequently mailed TPP Notice Packets to the updated addresses.

9. Kinsella/Media, LLC developed a Notice Plan to target Consumer and TPP Class Members. Please refer to the Declaration of Katherine Kinsella, filed separately with this Court, concerning the publication of notice to TPP and Consumer Class Members.

10. Rust has acted as a repository for inquiries and communications from potential Class Members. Pursuant to the Preliminary Approval Order, Rust established: (a) Post Office Box 24653, West Palm Beach, FL 33416 for TPPs; (b) Post Office Box 24644, West Palm Beach, FL 33416 for Consumers, (c) toll-free telephone “hotline” (1-888-812-1643), and (d) settlement website (www.AstraZenecaSettlement.com).

11. When calling the toll-free telephone number, the caller is able to listen to a pre-recorded message which answers many frequently asked questions. The caller is then prompted to press a telephone keypad number to contact a live “telephone representative” to answer additional questions. As of this date, 168 TPP callers have called the pre-recorded message and approximately 97 of those requested to speak with a telephone representative. 630 Consumer callers have called the pre-recorded message and approximately 428 of those requested to speak with a telephone representative.

12. The website includes links to documents including the TPP Notice, the TPP Claim Form, Court Documents, Frequently Asked Questions, Contact Information, the covered drug list containing the J-codes and NDC numbers, and the Consumer Notice and Claim Form (“Consumer Notice Packet”). The Consumer Notice is in both English and Spanish on the website. The website went “live” on August 27, 2010 and to date has been viewed over 49,689 times. Please note that one individual may have visited the site multiple times.

13. The deadline for filing of TPP claim forms was October 26, 2010. As of December 14, 2010, Rust has received 370 TPP claim forms.

14. The deadline for filing Consumer claims forms is February 15, 2011. As of this date, Rust has received 608 Consumer claim forms. In addition, the Consumer Notice has been downloaded 554 times. The Consumer Notice Packet is attached hereto as Exhibit 2.

15. In addition, 495 Consumers either have written to Rust or called the toll-free settlement hotline to request a Consumer Notice Packet.

16. Rust has also obtained names and addresses for additional Consumers as a result of the data contained in TPPs' claims in excess of \$300,000 and claims filed by ISHPs. Rust entered the names and addresses obtained from these claims into the segregated Consumer database, scrubbed the data for duplicative records, and as of December 10, 2010, has mailed 70,389 Consumer Notice Packets.

17. Pursuant to the Orders, Requests for Exclusion must be postmarked by December 31, 2010. To date, Rust has received Requests for Exclusion from 6 TPPs and 1 from Consumer Class Members. A true and correct listing of the TPPs requesting exclusion is attached hereto as Exhibit 3. A true and correct listing of the Consumer requesting exclusion is attached hereto as Exhibit 4.

18. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed this 14th day of December, 2010 in Palm Beach Gardens, Florida.

A handwritten signature in cursive script, reading "Robin M. Niemiec", is written above a horizontal line.

Robin M. Niemiec

EXHIBIT 1

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MASSACHUSETTS

**If You are a Third-Party Payor and You Made Reimbursements for Zoladex®,
You Could Receive Benefits from Class Action Settlements.**

Zoladex® is used to treat prostate cancer, advanced breast cancer, endometriosis, and fibrosis.

A federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Two class action Settlements with AstraZeneca Pharmaceuticals LP (“AstraZeneca”), the maker of Zoladex®, have been reached. The lawsuit claims, but AstraZeneca denies, that AstraZeneca reported false and inflated average wholesale prices (“AWPs”) for Zoladex®.
- The Settlements cover Third-Party Payors (“TPPs”) payments of all or some portion of an insureds Medicare Part B co-payments for Zoladex® from January 1, 1991 through January 1, 2005 and non-Medicare Part B reimbursements for Zoladex® from January 1, 1991 through June 11, 2010.
- Approximately 88% of the Settlement Funds in the Nationwide Settlement Agreement (approximately \$80 million) and 88% of the Settlement Funds in the Massachusetts Settlement Agreement (approximately \$11.4 million) will be paid to TPPs who file valid claims. The funds in the Nationwide Settlement will also be shared with large insurers, referred to as Independent Settling Health Plans, who have settled separately with AstraZeneca over the same claims.

A Summary of Your Rights and Choices:

Your Legal Rights Are Affected Even If You Do Not Act. Read This Notice Carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENTS	
SUBMIT A CLAIM FORM	The only way to get a payment from the Settlements.
EXCLUDE YOURSELF FROM ONE OR BOTH SETTLEMENTS	Get no benefit from that Settlement. This is the only option that allows you to ever be part of any other lawsuit against AstraZeneca about the claims in this case.
OBJECT/COMMENT	Remain in the Settlement(s) and write to the Court about what you think about the Settlements and whether the Court should approve the Settlements.
GO TO A HEARING	Remain in the Settlement(s) and ask to speak in Court about the fairness of the Settlements.
DO NOTHING	Get no payment. Give up rights to sue AstraZeneca about the claims in this lawsuit.

- These rights and options – **and the deadlines to exercise them** – are explained in this notice.
- The Court in charge of this case still has to decide whether to approve each of the Settlements. Payments will be made if the Court approves the Settlements and after any appeals are resolved. Please be patient.

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

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BASIC INFORMATION**1. Why is there a notice?**

You have a right to know about two proposed Settlements that are part of a class action lawsuit, and about your options, before the Court decides whether to approve the Settlements.

The Court in charge of the case is the United States District Court for the District of Massachusetts, and the case is called *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456. The people who sued are called Plaintiffs and the company they sued, AstraZeneca Pharmaceuticals LP, is called the Defendant.

2. What is this lawsuit about?

The lawsuit claims, but AstraZeneca denies, that AstraZeneca reported false and inflated average wholesale prices ("AWP") for Zoladex®. The reported AWP's are used to set drug prices that are paid by Medicare and its beneficiaries, private health insurers, and consumers making percentage co-payments under private health insurance plans.

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

AstraZeneca denies any wrongdoing, and the Settlements are not an admission of wrongdoing or an indication that any law was violated. AstraZeneca has entered into the Settlements solely to avoid further expense, inconvenience, and the burden of these litigations and to put to rest this controversy and to avoid the risks of uncertain litigation.

3. Why is this a class action?

In a class action, one or more people, called class representatives, sue on behalf of people who have similar claims. All these people are a class or class members, except for those who exclude themselves from the class.

WHO IS IN THE SETTLEMENTS

To see if you are entitled to benefits from these Settlements, you first have to determine if you are a Class Member.

4. How do I know if I'm part of the Settlements?

The **Nationwide Settlement** includes:

- Third-Party Payors ("TPPs") in the United States who, from January 1, 1991 through January 1, 2005, made, or incurred an obligation to make, reimbursements for any portion of a Medicare Part B co-payment for Zoladex® purchased outside of the Commonwealth of Massachusetts.
- TPPs in the United States who made, or incurred an obligation to make, non-Medicare Part B reimbursements for Zoladex® purchased outside of the Commonwealth of Massachusetts, during the period from January 1, 1991, through June 11, 2010.

The **Massachusetts Settlement** includes:

- TPPs in the United States that, from January 1, 1991 through January 1, 2005, made, or incurred an obligation to make, reimbursements for any portion of a Medicare Part B co-payment for Zoladex® purchased in the Commonwealth of Massachusetts.
- TPPs that made, or incurred an obligation to make, non-Medicare Part B reimbursements for Zoladex® purchased in the Commonwealth of Massachusetts, during the period from January 1, 1991 through June 11, 2010.

5. Which entities are included?

Entities, known as "Third-Party Payors" ("TPPs"), include health insurers (other than the Independent Settling Health Plans) that paid all or part of the cost of Zoladex® for their insured patients. This may also include employee welfare benefit plans, governmental plans or unions plans that paid some portion of the cost of Zoladex® for employees or family members of employees insured under these plans. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a Third-Party claims administrator to administer their prescription drug benefits qualify as TPPs.

You are automatically included in the Settlements if you:

- Paid some or all of the purchase price, or reimbursed an insured or health plan participant or beneficiary for some or all of the purchase price for Zoladex®, and
- Reimbursed the purchase price between January 1, 1991 and January 1, 2005 for payments of an insured Medicare co-payment, and/or
- Reimbursed the purchase price between January 1, 1991 and June 11, 2010 for payments outside of Medicare.

A separate settlement has been reached with several large insurers referred to as Independent Settling Health Plans ("ISHPs"). ISHPs will share in the funds set aside for TPPs in the Nationwide Settlement.

6. I'm still not sure if I'm included.

If you are still not sure whether you are included, you can call 1-888-812-1643, visit the website www.AstraZenecaSettlement.com, write to AstraZeneca Class 2 and 3 TPP Settlements, c/o Rust Consulting, Inc., P.O. 24653, West Palm Beach, FL 33416 or email info@AstraZenecaSettlement.com.

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

THE SETTLEMENTS' BENEFITS

7. What does the Nationwide Settlement provide?

AstraZeneca will pay \$90 million to settle the Plaintiffs' claims in the Nationwide Settlement. After deducting certain amounts, including attorneys' fees, expenses, and payments to Class Representatives (see Question 17), the net fund will be distributed in cash to TPPs, as well as consumers. TPPs will receive up to 88.89% of the net fund, and up to 11.11% will go to consumers. Half of the amounts allocated to TPPs will be used to satisfy the claims of Independent Settling Health Plans. If there is any money left in the Consumer Settlement Fund, after paying all valid claims, it will be paid to the TPPs and Independent Settling Health Plans. If claims exceed the amount available, payments will be reduced on a proportional basis so that all valid claims can be paid.

If you are a TPP and you want to get out of the Settlements (see the section called "Excluding Yourself From the Settlements" below), the TPP Settlement Fund will be reduced by the amount of money you would have received if you filed a valid claim. More details are in Settlement Agreements, available at www.AstraZenecaSettlement.com.

8. What does the Massachusetts Settlement provide?

AstraZeneca will pay \$13 million to settle the Plaintiffs' claims in the Massachusetts Settlement. After deducting certain amounts, including attorneys' fees, expenses, and payments to Class Representatives (see Question 17), the net fund will be distributed in cash to TPPs, as well as consumers. TPPs will receive at least 88.89% of the net fund, and up to 11.11% will go to consumers. If there is any money left in the Consumer Settlement Fund, after paying all valid claims, it will be paid to the TPPs. If claims exceed the amount available, payments will be reduced on a proportional basis so that all valid claims can be paid.

If you are a TPP and you want to get out of the Settlements (see the section called "Excluding Yourself From the Settlements" below), the TPP Settlement Fund will be reduced by the amount of money you would have received if you filed a valid claim. More details are in Settlement Agreements, available at www.AstraZenecaSettlement.com.

9. What do I have to do to get a payment?

If you paid reimbursements for Zoladex® between January 1, 1991 and June 11, 2010, you may complete the attached Claim Form and provide documentation of your reimbursements as set forth on the Claim Form. Please see Question 10 for more details on how the amount will be determined.

Claim Forms must be postmarked on or before **October 26, 2010**, and mailed to:

AstraZeneca Class 2 and 3 TPP Settlements
c/o Rust Consulting, Inc.
P.O. Box 24653
West Palm Beach, FL 33416

If a Claim Form is sent in any other manner other than by the United States Postal Service, it must be received at the address above on or before October 26, 2010.

10. How are payments determined?

The Settlement Fund amount initially available for TPPs in the class is \$40 million and is called the TPP Settlement Pool. A portion of the Court-approved deductions for attorneys' fees, litigation costs and expenses, and the cost of notice and administration will be deducted from this amount. The remaining amount will be paid to TPPs based on the amount they paid for Zoladex® in proportion to what was paid by all TPPs who submit claims.

The Settlement provides that there may be an adjustment of the TPP Settlement Pool and the portion of the Settlement Fund available for TPPs who settled separately from the class (the "ISHP Settlement Pool").

The Settlement Agreement also provides that any undistributed portion of the \$10 million allocated to satisfy claims of Consumer Class Members will be distributed to TPPs and ISHPs.

The final TPP Settlement Pool and final ISHP Settlement Pool may be more or less than \$40 million, depending on the number and validity of the Claims submitted by TPPs. This adjustment procedure is intended to ensure that class member TPPs receive the same *pro rata* recovery as the ISHPs.

REMAINING IN THE SETTLEMENTS

11. What happens if I do nothing at all and stay in the Settlements?

If you do nothing, you will not get any money from the Settlements. Unless you exclude yourself, you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against AstraZeneca about the legal issues in this case, ever again.

12. What am I giving up to stay in the Settlements?

Unless you exclude yourself from a Settlement, you can't sue AstraZeneca, continue to sue, or be part of any other lawsuit against AstraZeneca about the legal issues in this case. It also means that all of the decisions by the Court will bind you. The "Release of Claims" is described more fully in each Settlement Agreement and describes exactly the legal claims that you give up if you remain in that Settlement. The Settlement Agreements are available at www.AstraZenecaSettlement.com.

EXCLUDING YOURSELF FROM THE SETTLEMENTS

If you don't want a payment from a Settlement, and you want to keep the right to sue or continue to sue AstraZeneca on your own about the legal issues in this case, then you must take steps to get out of the Settlements. This is called excluding yourself – or "opting out" of the Class.

13. How do I get out of the Settlements?

To exclude yourself from a Settlement, you must send a letter that includes the following:

- Your name, address, taxpayer identification number, telephone number and fax number (if any),
- A statement saying that you want to be excluded from either or both the Nationwide AstraZeneca Settlement and the Massachusetts AstraZeneca Settlement in *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456,
- Note whether you want to exclude yourself from the Nationwide Settlement or Massachusetts Settlement (or both), and
- A **signed** certification containing the following language:

The undersigned individual hereby represents that he/she has authority to sign and submit this notice of exclusion on behalf of the above-named class member. The undersigned also certifies that he/she has not received any advice from the parties to this litigation or their attorneys concerning his/her or the class member's fiduciary obligations under the Employee Retirement Income Security Act of 1974, 29 U.S.C. § 1100, *et. seq.*, or other laws governing their obligations to any class member. The undersigned understands that by submitting this notice of exclusion, the class member identified above will not be entitled to receive any proceeds of the class Settlement Fund. By affixing my signature below, I certify under penalty of perjury that the foregoing is true and correct. 28 U.S.C. § 1746.

You are also required to provide the amounts paid for Zoladex® during the period January 1, 2003 to December 31, 2004.

You must mail your exclusion request, postmarked no later than **December 31, 2010**, to:

AstraZeneca Class 2 and 3 TPP Settlements
c/o Rust Consulting, Inc.
P.O. Box 24653
West Palm Beach, FL 33416

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

14. If I don't exclude myself, can I sue AstraZeneca for the same thing later?

No. Unless you exclude yourself, you give up the right to sue AstraZeneca for the claims that the Settlements resolve. If you have a pending lawsuit, speak to your lawyer in that lawsuit immediately. You must exclude yourself from this Class to continue your own lawsuit.

15. If I exclude myself, can I still get a payment from the Settlements?

No. You will not get any money if you exclude yourself from the Settlement(s).

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hbsslaw.com
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101

and

55 Cambridge Parkway, Suite 301
Cambridge, MA 02142

Hoffman & Edelson LLC
45 West Court Street
Doylestown, PA 18901

Spector Roseman Kodroff & Willis, PC
www.srk-law.com
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Wallace LLP
www.wtwlaw.us
55 West Monroe Street, Suite 3300
Chicago, IL 60603

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee that will be paid out of the Settlement Funds. More information about Class Counsel and their experience is available at the Web sites listed above.

17. How will the lawyers be paid?

Class Counsel may ask the Court for attorneys' fees not to exceed one-third of the Settlement Funds (after deducting any amount that AstraZeneca gets back from any TPP exclusions) plus reimbursement of their expenses. Class Counsel will also request that each of the Class Representatives who helped the lawyers on behalf of the whole Class be compensated for the time they spent helping litigate the case.

COMMENTING ON THE SETTLEMENTS

You can tell the Court that you don't agree with either Settlement or some part of them.

18. How do I tell the Court what I think about a Settlement?

If you have comments about, or disagree with, any aspect of the Settlement(s), including the requested attorneys' fees, you may express your views to the Court by writing to the address below. The written response should include your name, address, telephone number, the case name and number (*In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456), a reference to the Nationwide AstraZeneca Class Settlement and/or the Massachusetts AstraZeneca Class Settlement, a brief explanation of your reasons for objection, and your signature. The response must be filed with the Court on or before **December 31, 2010** at:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

and served upon the following counsel on or before **December 31, 2010**:

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

Counsel for The Class

Steve W. Berman
HAGENS BERMAN SOBOL SHAPIRO LLP
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101

Counsel for AstraZeneca

Joel M. Cohen
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, NY 10017

19. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you don't like something about the Settlements. You can object to a Settlement only if you do not exclude yourself from that Settlement. Excluding yourself from a Settlement is telling the Court that you don't want to be part of that Settlement. If you exclude yourself from a Settlement, you have no basis to object to that Settlement because it no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve each of the Settlements and any requests for fees and expenses. You may attend and you may ask to speak, but you don't have to.

20. When and where will the Court decide whether to approve the Settlements?

The Court will hold a Fairness Hearing at **2 p.m. on January 21, 2011**, at the United States District Court for the District of Massachusetts, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Boston, MA 02210. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.AstraZenecaSettlement.com for updated information. At this hearing the Court will consider whether each of the Settlements is fair, reasonable and adequate. The Court will also consider how much to pay Class Counsel and Class Representatives. If there are objections or comments, the Court will consider them at this time. After the hearing, the Court will decide whether to approve each of the Settlements. It is not known how long these decisions will take.

21. Do I have to come to the hearing?

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the hearing, you are more than welcome at your expense. However, it is not necessary that you attend. As long as the objection was received before the deadline the Court will consider it.

22. May I speak at the hearing?

If you want your own lawyer instead of Class Counsel to speak at the Final Approval Hearing, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuit (*In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456), and state that you wish to enter an appearance at the Fairness Hearing. It also must include your name, address, telephone number, and signature. Your "Notice of Appearance" must be filed/served on or before **December 31, 2010**. You cannot speak at the Hearing if you previously asked to be excluded from a Settlement.

The Notice of Appearance must, on or before **December 31, 2010**, be filed with the Court at the address in Question 18 and also served on counsel listed in Question 18.

GETTING MORE INFORMATION

23. How do I get more information?

This Notice summarizes the Settlements. You can get more information about the Settlements at www.AstraZenecaSettlement.com, by calling 1-888-812-1643, writing to AstraZeneca Class 2 and 3 TPP Settlements, c/o Rust Consulting, Inc., P.O. Box 24653, West Palm Beach, FL 33416 or emailing info@AstraZenecaSettlement.com.

DATED: August 27, 2010

BY ORDER OF THE COURT

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

AstraZeneca Class 2 and 3 TPP Settlements
c/o Rust Consulting, Inc.
P.O. Box 24653
West Palm Beach, FL 33416

IMPORTANT COURT DOCUMENTS
ATTENTION: PRESIDENT/CEO, FUND ADMINISTRATOR
OR LEGAL DEPARTMENT

In re Pharmaceutical Industry Average Wholesale Price Litigation
Master Docket No. 01-CV-12257-PBS, MDL No. 1456
U.S. District Court for the District of Massachusetts

THIRD-PARTY PAYOR CLAIM FORM

**Related to AstraZeneca Nationwide and Massachusetts
Classes Two and Three**

The information you provide will be kept confidential and will be used only for administering this Proposed Settlement. A Protective Order has been entered by the Court which can be downloaded from the Settlement website, www.AstraZenecaSettlement.com. If you have any questions, please call the Claims Administrator at **1-888-812-1643**.

A TPP Class Member or an authorized agent can complete this Claim Form. If both a Class Member and its authorized agent submit a Claim Form, the Claims Administrator will only consider the Class Member's Claim Form. The Claims Administrator may request supporting documentation. The claim may be rejected if any requested documentation is not provided.

If you are a Class Member submitting a Claim Form on your own behalf, you must provide the information requested in "**Part 1, Section A – COMPANY OR HEALTH PLAN CLASS MEMBER ONLY**," in addition to the other information requested by this Claim Form.

If you are an authorized agent and one or more Class Members have authorized you to submit a Claim Form on its behalf, you must provide the information requested in **Part 1, Section B – "AUTHORIZED AGENTS ONLY,"** in addition to the other information requested by this Claim Form. You may submit a separate Claim Form for each Class Member that has duly authorized you to do so, OR you may submit one Claim Form for all such Class Members that have authorized you to do so, as long as you provide the information required (as indicated below) for each Class Member on whose behalf you are submitting the form.

If you are submitting Claim Forms both on your own behalf as a Class Member AND as an authorized agent on behalf of one or more Class Members that have authorized you to do so, you should submit one Claim Form for yourself, completing Section A and another Claim Form or Forms as an authorized agent for the other Class Member(s), completing Section B. **Do not submit a Claim Form on behalf of any Class Member without obtaining authorization from that Class Member.**

CLAIM DOCUMENTATION INSTRUCTIONS

If you are claiming more than \$300,000 total amount paid for Zoladex®, you will need to provide the following information.

Please provide data and information with your Claim Form sufficient to show your purchases of Zoladex® during the period January 1, 2003 to December 31, 2004, net of co-pays, deductibles, rebates, refunds, credits and/or co-insurance. It is mandatory that you provide the data indicated for categories 4, 12, 13, 14, and 17 below. The information called for by all other categories may be produced if you can do so using your reasonable good faith efforts. Pursuant to order of the Court, this information must be kept confidential by the Claims Administrator and shall be used for the sole purpose of determining settlement payment amounts to consumer co-payors.

Pursuant to order of the Court, TPPs who provide this information will fall within the safe harbor of the Health Insurance Portability and Accountability Act for court-ordered production of personal health information, 45 C.F.R. § 164.512(e)(1)(i), and TPPs shall have no liability under HIPAA or any state confidentiality statute, regulation, or other requirement, for supplying such member information to the Claims Administrator. Further, TPPs will not be deemed to be guarantors for the completeness or accuracy of the data they provide. TPPs shall not be liable in any way to any party, class member, member, or any other person or entity for any claim related to the completeness or accuracy of any data provided, or for any other liability of any kind.

The requested categories of information are set forth below. For your convenience, a mock spreadsheet is attached at the end of this claim form. In addition, an Excel spreadsheet can be downloaded from the Settlement website, www.AstraZenecaSettlement.com. Please use this format if possible.

1. **Patient First Name - The first name of the patient.** — Mary
2. **Patient Middle Name – The middle name, if any, of the patient.** — Jane
3. **Patient Last Name - The last name of the patient.** — Doe
4. **Patient Social Security Number or unique patient identification number or code. (REQUIRED)** — 999-99-9999
5. **Patient Date of Birth - The date of birth of the patient. Formatted mm/dd/yyyy** — 01/01/1900
6. **Patient Address: Street Number- The street number of the patient.** — 100
7. **Patient Address: Street 1 - The street name for the home residence of the patient.** — Fake Street
8. **Patient Address: Street 2– Any additional identifier of the street location for the home residence of the Patient, such as apartment number.** — Apt. #3

NOTE: Categories 6, 7 and 8 may be entered in one field if you are unable to separate them.

9. **Patient City - The city of residence of the patient.** — Springfield

10. **Patient State** – The two character abbreviation of the current state of residence of the patient. — NY
11. **Patient Zip Code** – The zip code of the patient. — 10003
12. **NDC Code or J Code** (*a list of NDC Codes and J Codes is included with this Claim Form*) **(REQUIRED)** — 00000-0000-00
13. **Fill Date or Date of Service** **(REQUIRED)** — 01/01/2004
14. **Amount Billed** (*not including dispensing fee*) **(REQUIRED)** — \$100.00
15. **Amount paid by patient: flat co-payment** — \$20.00 (*Amount the patient paid as a co-pay which is a flat amount per prescription and is not calculated as a percentage of the allowable amount. Percentage co-pay amounts are NOT to be provided in this field.*)
16. **Amount paid by patient: percentage co-insurance** — \$32.75 (*Amount the patient paid as co-insurance or co-pay which was calculated as a percentage of the allowable amount. Flat co-pay amounts are NOT to be provided in this field.*)
17. **Amount Paid by TPP net of co-pays, deductibles, rebates, refunds, credits and co-insurance.** **(REQUIRED)** — \$80.00

INSTRUCTIONS FOR ENCRYPTION OF DATA

OPTION 1: Secure Website Upload

- a) Open your browser and navigate to www.AstraZenecaSettlement.com/WebsiteUpload.htm
 - Supported Browsers include:
 - a. Internet Explorer 6/7/8
 - b. Firefox 3+
 - c. Opera 9+
- b) To register, complete the fields for First Name, Last Name, Company Name, Federal EIN, Phone, Email, Email (confirm), and Password.
- c) Click on the Register button. An email is generated to the email address used in registration. To continue, open the email and click the link to verify your email address.
- d) Once registered, you can upload a file. You will be prompted with the following:
 - a. Submission Type (Original, Replacement, Additional Data)
 - b. Notes (a free form box to add instructions or notes)
 - c. Select file (browse for file)
 - d. Press the Upload button
- e) You will receive a notification email to the contact email address with an Upload ID number indicating the file uploaded successfully. If the upload is not successful, an email notification will be sent instructing to try again.
- f) Multiple files can be uploaded by repeating the process above. Note that the Upload ID will be the same for each upload per user login created.
- g) Mail your completed Claim Form along with a printed copy of the email confirmation to AstraZeneca Class 2 and 3 TPP Settlements, c/o Rust Consulting, Inc., P.O. Box 24653, West Palm Beach, FL 33416, postmarked on or before **October 26, 2010**.

OPTION 2: Encrypted File on DVD

- NOTE: For all files above 1 gigabyte Option 2 is recommended.
- a) Open your browser and navigate to www.AstraZenecaSettlement.com/DiskUpload.htm
- b) Follow the steps provided in the Settlement Data DVD Upload Directions.
- c) Mail your completed Claim Form along with the encrypted DVD to the Claims Administrator via Registered US Mail to AstraZeneca Class 2 and 3 TPP Settlements, c/o Rust Consulting, Inc., P.O. Box 24653, West Palm Beach, FL 33416, postmarked on or before **October 26, 2010**.

OTHER INFORMATION

- Finally, each TPP Class Member shall provide a list of the names of all self-funded healthcare plans (“SFP’s”) or other entities for which it is authorized to make a claim.
- If you are able, please provide units for each transaction.
- If you are not producing encrypted information, if possible, please provide the electronic data in either Microsoft Excel format or ASCII flat file pipe delimited “|” or fixed-width format.

Please contact the Claims Administrator at 1 -888-812-1643 with any questions about the required claims data.

**Must be Postmarked
On or Before
October 26, 2010**

*In re Pharmaceutical Industry Average
Wholesale Price Litigation*

**Master Docket No. 01-CV-12257-PBS, MDL No. 1456
U.S. District Court for the District of Massachusetts**

FOR OFFICIAL USE ONLY

THIRD-PARTY PAYOR PROOF OF CLAIM AND RELEASE

Use Blue or Black Ink Only

**ATTENTION: THIS FORM IS ONLY TO BE FILLED OUT
ON BEHALF OF A COMPANY OR HEALTH PLAN NOT INDIVIDUAL CONSUMERS**

PART I. CLAIMANT IDENTIFICATION

Complete:

SECTION A

ONLY IF YOU ARE FILING AS A CLASS MEMBER FOR
YOUR COMPANY'S HEALTH PLAN

OR

SECTION B

ONLY IF YOU ARE AN AUTHORIZED AGENT FILING
ON BEHALF OF ONE OR MORE CLASS MEMBERS

SECTION A – COMPANY OR HEALTH PLAN CLASS MEMBER ONLY

Company or Health Plan Name

Contact Name

Mailing Address

Floor/Suite

City

State

Zip Code

Area Code – Telephone Number

Area Code – Fax Number

Tax Identification Number

Email Address

List other names by which your company or health plan has been known or other Federal Employer Identification Numbers ("FEINs") it has used from January 1, 2003 through December 31, 2004.

Check the term below that best describes your company/entity:

☐ Health Insurance Company/HMO ☐ Self-Insured Employee Health Plan ☐ Self-Insured Union Health & Welfare Fund

☐ Other (Explain):





SECTION B –AUTHORIZED AGENT ONLY

** As an Authorized Agent, please check how your relationship with the Class Member(s) is best described:

☐ Self-Insured Employee Health Plan

☐ Self-Insured Union Health & Welfare Fund

☐ Other (Explain):

Authorized Agent's Firm Name

Contact Name

Mailing Address

Floor/Suite

City

State

Zip Code

Area Code – Telephone Number

Area Code – Fax Number

Authorized Agent's Tax Identification Number

Email Address

Please list the name and FEIN of every Class Member (*i.e.*, Company or Health Plan) for whom you have been duly authorized to submit this Claim Form (attach additional sheets to this Proof of Claim as necessary). Alternatively, you may submit the requested list of Class Member names and FEINs in an electronic format, such as Excel or a tab-delimited text file saved on a disk. Please contact the Claims Administrator to determine what formats are acceptable.

CLASS MEMBER'S NAME

CLASS MEMBER'S FEIN



PART II – TOTAL AMOUNT OF ZOLADEX® REIMBURSEMENTS

State the total and final amount paid or reimbursed for Zoladex® with a date of service or fill date from January 1, 2003 to December 31, 2004, net of co-pays, deductibles and co-insurance for patients outside the Commonwealth of Massachusetts (Nationwide Settlement) as well as the total and final amount paid or reimbursed for Zoladex® with a date of service or fill date from January 1, 2003 to December 31, 2004, net of co-pays, deductibles and co-insurance for patients in the Commonwealth of Massachusetts (Massachusetts Settlement).

Note that this Settlement does not apply to claims relating to any purchase of Zoladex® to the extent the purchase is paid for with funds from Medicare, Medicaid, and/or any other federal or state health care program, state pharmaceutical assistance program, or other state or federal program or plan that may assert, or be entitled to assert, any claim, lien, or right to payment with respect to any settlement funds. This does not exclude private entities who provide prescription drug benefits on a capitated basis to governmental programs (such as Medicare Part D and some Medicaid programs), or to private entities who provide prescription drug benefits on an insured basis to any federal or state employee benefit plan, to the extent the governmental entity for whom the private entity provides such benefits does not possess a claim for reimbursement to any such settlement funds. This also does not exclude private entities that provide prescription drug benefits to self-funded state employee health benefit plans.

Total Amount Paid for Zoladex® (Nationwide Settlement):	\$
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Total Amount Paid for Zoladex® (Massachusetts Settlement):	\$
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If you are claiming more than \$300,000 total amount paid for Zoladex®, you will need to provide additional claims data and information as provided in the Claim Documentation Instructions on Page 1. If you are claiming less than \$300,000, you are **not** required to provide additional claims data and information but you may be required to provide them at a later date.

Claimant certifies that the figures are true and accurate and are based upon actual records maintained by or otherwise available to the claimant.

PART III – JURISDICTION OF THE COURT, CERTIFICATION AND INDEMNIFICATION

By signing below, I hereby swear and affirm that: (1) I have authority to submit this Claim Form either directly or on behalf of the Class Member or as its Authorized Agent, and, in turn, have been given the authority to submit this Claim Form by each Class Member identified in this Claim Form and in any attachments to it, and to receive on behalf of each such Class Member any and all amounts that may be allocated from the TPP Settlement Pool to such Class Member; (2) each entity on whose behalf I have submitted a claim is a TPP Class Member; (3) the information contained in this Claim Form and any attachments hereto is true and accurate, based on records maintained by or otherwise available to me; (4) I, the Authorized Agent (if any), and the Class Member on whose behalf this Claim Form is submitted, hereby submit to the jurisdiction of the United States District Court for the District of Massachusetts (the "Court") for all purposes associated with this Claim Form and the Proposed Settlement, including resolution of disputes relating to this Claim Form; (5) that I have read and agree to the Release quoted in Part IV below; (6) in the event that amounts from the TPP Settlement Pool are distributed to the Authorized Agent of a Class Member, and the Class Member later claims that the Authorized Agent did not have the authority to claim and receive such amounts on its behalf, the Authorized Agent, I and/or my employer will hold the Class, Counsel for the Class, Defendants, Counsel for Defendants, and the Claims Administrator harmless with respect to any claims made by said Class Member; and (7) the Class Member shall indemnify, defend, and hold harmless the Defendants to the extent such Class Member receives settlement funds for which a governmental entity later asserts a claim based on this Settlement, or any payments thereunder (each Class Member's liability is limited to the amount allocated to that Class Member for purchases made on behalf of the government entity asserting a claim against Defendants based on this Settlement.)

Signature

Position/Title

Print Name

Month/Day/Year



The following additional information must be completed and is to be provided by the Individual that signs and certifies this Claim Form:

I am filing this Claim Form as the authorized employee of the following Class Member or Authorized Agent for Class Member:

Name of Individual's Employer

Contact Name

Business Address ☐ Check if same as in Section A or Section B

Floor/Suite

City

State

Zip Code

Area Code – Telephone Number

Area Code – Fax Number

Mail the completed Claim Form, postmarked on or before **October 26, 2010**, to: AstraZeneca Class 2 and 3 TPP Settlements, c/o Rust Consulting, Inc., P.O. Box 24653, West Palm Beach, FL 33416.

PART IV – THE RELEASE PROVIDED IN THE STIPULATION OF SETTLEMENT

Class Release and Covenant Not to Sue: Upon the Effective Date of this Agreement, the AstraZeneca Releasees shall be released and forever discharged by the Class Releasers from all Released TPP Class Claims. All Class Releasers covenant and agree that they shall not hereafter seek to establish liability against any AstraZeneca Releasee based, in whole or in part, on any of the Released TPP Class Claims. Each Class Releaser expressly waives and fully, finally, and forever settles and releases any known or unknown, suspected or unsuspected, contingent or non-contingent Released TPP Class Claims without regard to the subsequent discovery or existence of different or additional facts.

In addition, each Class Releaser hereby expressly waives and releases, upon this Agreement becoming effective, any and all provisions, rights, and benefits conferred by § 1542 of the California Civil Code, which reads:

Section 1542. General Release; extent. A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his settlement with the debtor;

or by any law or state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to § 1542 of the California Civil Code. Each Class Releaser may hereafter discover facts other than or different from those which he, she, or it knows or believes to be true with respect to the claims which are the subject matter of this Section VI.A.2, but each Class Releaser hereby expressly waives and fully, finally, and forever settles and releases, upon the Agreement becoming Effective, any known or unknown, suspected or unsuspected, contingent or non-contingent Released TPP Class Claims with respect to the subject matter of this Section VI.A.2 whether or not concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts. Each Class Releasee also hereby expressly waives and fully, finally, and forever settles and releases any and all Released TPP Class Claims it may have against the AstraZeneca Releasees under §§ 17200, et seq., of the California Business and Professions Code.

"Release TPP Class Claims" is defined as any and all claims, demands, actions, suits, causes of action, damages whenever incurred, and liabilities of any nature whatsoever, including costs, expenses, penalties, and attorneys' fees, known or unknown, suspected or unsuspected, in law or equity, that the TPP Settlement Class Member, ever had, now has, or hereafter can, shall, or may have, directly, indirectly, representatively, derivatively, or in any capacity, arising out of any conduct, events, or transactions relating to the marketing, sale, purchase, cost, reimbursement amount or price of Zoladex® purchased through the date of this Agreement. The foregoing includes, but is not limited to, claims relating to any drug price published by any commercial price reporting service, or provided by AstraZeneca to any such commercial price reporting service (including AWP and WAC) and or any marketing activity relating to any such price, such as any reference to the difference between (1) a price paid and (2) any reported price or reimbursement rate based on such a reported price, that were or could have been alleged against AstraZeneca in any of the MDL Class Complaints with respect to Class Drugs. "Released TPP Class Claims" shall not include those claims excluded pursuant to the APPLICABLE SETTLEMENT AGREEMENT ENTITLED "RESERVATION OF CLAIMS AND RIGHTS."



* 4 - 4 *

NDC AND J-CODES FOR ZOLADEX

NDC	Drug Description
00310095036	ZOLADEX 3.6MG IMPLANT SYRN
00310095130	ZOLADEX 10.8MG IMPLANT SYRN
00310096036	ZOLADEX 3.6MG IMPLANT SYRN
00310096130	ZOLADEX 10.8MG IMPLANT SYRN

J CODES

J9202	Goserelin acetate implant per 3.6 mg Zoladex Subcutaneous
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ABC HEALTH PLAN
ZOLADEX® PURCHASES FROM JANUARY 1, 2003 TO December 31, 2004

1.	2.	3.	4. (REQUIRED)	5.	6.	7.	8.	9.	10.	11.	12. (REQUIRED)	13. (REQUIRED)	14. (REQUIRED)	15.	16.	17. (REQUIRED)
Patient First Name	Patient Middle Name	Patient Last Name	Patient Social Security Number or Unique Identifier	Patient Date of Birth	Patient Address: Street Number	Patient Address: Street 1	Patient Address: Street 2 i.e. apt number	Patient City	Patient State	Patient Zip Code	NDC Code or J Code	Fill Date or Date of Service	Amount Billed	Amount paid by Patient: co-payment	Amount paid by Patient: co-insurance	Amount Paid by TPP
NET AMOUNT PAID TOTAL															\$	

EXHIBIT 2

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MASSACHUSETTS

**If You Paid for Zoladex®,
You Could Receive Benefits from Class Action Settlements.**

Zoladex® is used to treat prostate cancer, advanced breast cancer, endometriosis, and uterine fibroids.

A federal Court authorized this Notice. This is not a solicitation from a lawyer.

- Two class action Settlements with AstraZeneca Pharmaceuticals LP (“AstraZeneca”), the maker of Zoladex®, have been reached. The lawsuit claims, but AstraZeneca denies, that AstraZeneca reported false and inflated average wholesale prices (“AWPs”) for Zoladex®.
- You can get a refund if you paid cash or made a percentage co-payment for Zoladex® from January 1, 1991 through June 11, 2010. A percentage co-payment varies with the cost of the drug. You cannot get a refund if you paid a flat co-payment. Co-payments under Medicare Part-B are not included in these Settlements.
- Up to \$10 million will be paid to consumers who file valid claims in the Nationwide Settlement. Up to \$1.4 million will be paid to consumers in the Massachusetts Settlement. You can receive up to \$400 or more for your out-of-pocket payments for Zoladex®. For claims during the years 1997 through 2004 you may receive up to three times your out-of-pocket expenses for Zoladex®.

A Summary of Your Rights and Choices:

Your Legal Rights Are Affected Even If You Do Not Act. Read This Notice Carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENTS	
SUBMIT A CLAIM FORM	The only way to get a payment from the Settlement(s).
EXCLUDE YOURSELF FROM ONE OR BOTH SETTLEMENTS	Get no benefit from that Settlement. This is the only option that allows you to ever be part of any other lawsuit against AstraZeneca about the claims in this case.
OBJECT/COMMENT	Remain in the Settlement(s) and write to the Court about what you think about the Settlement(s).
GO TO A HEARING	Remain in the Settlement(s) and ask to speak in Court about the fairness of the Settlements.
DO NOTHING	Get no payment. Give up rights to sue AstraZeneca about the claims in this lawsuit.

- These rights and options – **and the deadlines to exercise them** – are explained in this notice.
- The Court in charge of this case still has to decide whether to approve each of the Settlements. Payments will be made if the Court approves the Settlements and after any appeals are resolved. Please be patient.

For More Information: Call 1-888-812-1643 or Visit www.AstrazenecaSettlement.com

Para una notificación en Español, llamar o visitar nuestro website

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BASIC INFORMATION

1. Why is there a notice?

You have a right to know about two proposed Settlements that are part of a class action lawsuit, and about your options, before the Court decides whether to approve the Settlements.

The Court in charge of the case is the United States District Court for the District of Massachusetts, and the case is called *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456. The people who sued are called Plaintiffs and the company they sued, AstraZeneca Pharmaceuticals LP, is called the Defendant.

2. What is this lawsuit about?

The lawsuit claims, but AstraZeneca denies, that AstraZeneca reported false and inflated average wholesale prices (“AWPs”) for Zoladex®. The reported AWPs are used to set drug prices that are paid by Medicare and its beneficiaries, private health insurers, and consumers making percentage co-payments under private health insurance plans.

AstraZeneca denies any wrongdoing, and the Settlements are not an admission of wrongdoing or an indication that any law was violated. AstraZeneca has entered into the Settlements solely to avoid further expense, inconvenience, and the burden of these litigations and to put to rest this controversy and to avoid the risks of uncertain litigation.

3. Why is this a class action?

In a class action, one or more people, called class representatives, sue on behalf of people who have similar claims. All these people are a class or class members, except for those who exclude themselves from the class.

WHO IS IN THE SETTLEMENTS

To see if you are entitled to benefits from these Settlements, you first have to determine if you are a Class Member.

4. How do I know if I am part of the Settlements?

Generally, under both Settlements you must have made a cash or a percentage co-payment for Zoladex® during the period from January 1, 1991, through June 11, 2010.

- A cash payment is a payment for the full cost of the drug without the help of payment by an insurer or other source.
- A percentage co-payment varies with the cost of the drug (e.g. 10% or 20% of the cost of the drug).

You are not a member of a Class if you only made flat co-payments (for example, a flat amount of \$10 or \$25 per prescription regardless of the cost of the drug), **if insurance paid all of your co-payment, if your percentage co-payment was through Medicare Part B, or if you were never obligated to make a co-payment at all.**

The **Nationwide Settlement** includes:

- All natural persons in the United States who made, or incurred an obligation to make, a non-Medicare Part B payment for Zoladex® purchased outside of the Commonwealth of Massachusetts, during the period from January 1, 1991, through June 11, 2010.

The **Massachusetts Settlement** includes:

- All natural persons who made, or were liable for all or any portion of, a non-Medicare Part B payment for Zoladex® purchased in the Commonwealth of Massachusetts, during the period from January 1, 1991, through June 11, 2010.

You may be included in one or both of the Settlements depending upon where and when you purchased Zoladex®.

5. Who else is included in the Settlements?

Entities, known as “Third-Party Payors” (“TPPs”) are also included in the Settlements. TPPs could include health insurers that paid all or part of the cost of Zoladex® for their insured patients. This may also include employee welfare benefit plans, governmental plans, or union plans that paid some portion of the cost of Zoladex® for employees or family members of employees insured under these plans. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a Third-Party claims administrator to administer their prescription drugs benefits qualify as TPPs.

A separate settlement has been reached with several large insurers referred to as Independent Settling Health Plans ("ISHPs"). ISHPs will share in the funds set aside for TPPs in the Nationwide Settlement.

6. I'm still not sure if I'm included.

If you are still not sure whether you are included, you can call 1-888-812-1643; visit the website www.AstraZenecaSettlement.com; write to AstraZeneca Class 2 and 3 Consumer Settlements, c/o Rust Consulting, Inc., P.O. Box 24644, West Palm Beach, FL 33416; or email info@AstraZenecaSettlement.com.

THE SETTLEMENTS' BENEFITS

7. What does the Nationwide Settlement provide?

AstraZeneca will pay \$90 million to settle the Plaintiffs' claims in the Nationwide Settlement. After deducting certain amounts, including attorneys' fees, expenses, and payments to Class Representatives (see Question 17), the net fund will be distributed in cash to consumers who submit valid claims, as well as to TPPs. Consumers will receive up to 11.11% of the net fund, and up to 88.89% will go to TPPs and a group of ISHPs. If there is any money left in the Consumer Settlement Fund, after paying all valid claims, it will be paid to the TPPs and Independent Settling Health Plans. If consumer claims exceed the amount available, payments will be reduced on a proportional basis so that all valid claims can be paid.

More details are in Settlement Agreements, available at www.AstraZenecaSettlement.com.

8. What does the Massachusetts Settlement provide?

AstraZeneca will pay \$13 million to settle the Plaintiffs' claims in the Massachusetts Settlement. After deducting certain amounts, including attorneys' fees, expenses, and payments to Class Representatives (see Question 17), the net fund will be distributed to consumers who submit valid claims, as well as to TPPs. Consumers will receive up to 11.11% of the net fund, and up to 88.89% will go to TPPs. If there is any money left in the Consumer Settlement Fund, after paying all valid claims, it will be paid to the TPPs. If consumer claims exceed the amount available, payments will be reduced on a proportional basis so that all valid claims can be paid.

More details are in Settlement Agreements, available at www.AstraZenecaSettlement.com.

9. What do I have to do to get a payment?

If you paid cash or a percentage co-payment for Zoladex® between January 1, 1991 and June 11, 2010, you have two options to get a payment:

1) Easy Refund Option: You may sign the attached claim form under penalty of perjury, stating that you paid cash or a percentage co-payment for Zoladex® between January 1, 1991 and June 11, 2010. Under this option you will be entitled to a one-time payment of up to \$400 depending on how many consumers file valid claims.

OR

2) Full Estimated Refund Option: You may complete the attached Claim Form and provide some documentation of your cash or percentage co-payments for Zoladex® between January 1, 1991 and June 11, 2010, and receive a maximum refund of the total amount you spent. The amount that will actually be paid to those who qualify will depend upon the number of Class Members who make successful claims. The Claim Form explains what type of documentation is necessary to prove your claim. Please see Question 10 for more details on how the amount will be determined.

Claim Forms must be postmarked on or before **February 15, 2011**, and mailed to:

AstraZeneca Class 2 and 3 Consumer Settlements
c/o Rust Consulting, Inc.
P.O. Box 24644
West Palm Beach, FL 33416

If a Claim Form is sent in any manner other than by the United States Postal Service, it must be received at the address above no later than February 15, 2011.

10. How are payments determined?

The amount of money you are eligible to receive will depend on how much Zoladex® you purchased, and on how many Class Members file valid claims.

Easy Refund Option: If you select the “Easy Refund Option” you will receive a one-time payment of up to \$400 depending on how many consumers file claims.

Full Estimated Refund Option: If you select to estimate your out-of-pocket expenses associated with Zoladex®, and provide the proper documentation (see Claim Form), your payment will be calculated as follows:

Your out-of-pocket payments for Zoladex® during the period of December 1, 1997 through December 31, 2004 will be multiplied by a factor of three (3x) and added to your out-of-pocket payments for Zoladex® outside this period (with no multiplication factor).

Example: You paid (1) \$200 out-of-pocket for Zoladex® during the period of December 1, 1997 through December 31, 2004, and (2) \$500 out-of-pocket for Zoladex® outside of this period.

Payment Calculation:

$$\text{Zoladex}^{\circledR} = (\$200 \times 3) + \$500 = \$1,100$$

If consumer claims exceed the amount available, payments will be reduced on a proportional basis so that all valid claims can be paid.

REMAINING IN THE SETTLEMENTS**11. What happens if I do nothing at all and stay in the Settlements?**

If you do nothing, you will not get any money from the Settlements. You will be bound by the Court’s decisions. Unless you exclude yourself, you won’t be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against AstraZeneca about the legal issues in this case, ever again.

12. What am I giving up to stay in the Settlements?

Unless you exclude yourself from a Settlement, you can’t sue AstraZeneca, continue to sue, or be part of any other lawsuit against AstraZeneca about the legal issues in this case. It also means that all of the decisions by the Court will bind you. The “Release of Claims” is described more fully in each Settlement Agreement and describes exactly the legal claims that you give up if you remain in that Settlement. The Settlement Agreements are available at www.AstraZenecaSettlement.com.

EXCLUDING YOURSELF FROM THE SETTLEMENTS

If you don’t want a payment from a Settlement, and you want to keep the right to sue or continue to sue AstraZeneca on your own about the legal issues in this case, then you must take steps to get out of these Settlements. This is called excluding yourself from – or “opting out” of – the Class.

13. How do I get out of the Settlements?

To exclude yourself from a Settlement, you must send a letter that includes the following:

- Your name, address, and telephone number,
- A statement saying that you want to be excluded from either or both of the Nationwide AstraZeneca Consumer Class Settlement and the Massachusetts AstraZeneca Consumer Class Settlement in *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456, and
- Your signature.

You must mail your exclusion request, postmarked no later than **December 31, 2010**, to:

AstraZeneca Class 2 and 3 Consumer Settlements
c/o Rust Consulting, Inc.
P.O. Box 24644
West Palm Beach, FL 33416

14. If I don't exclude myself, can I sue AstraZeneca for the same thing later?

No. Unless you exclude yourself, you give up the right to sue AstraZeneca for the claims that the Settlements resolve. If you have a pending lawsuit against AstraZeneca, speak to your lawyer in that lawsuit immediately. You must exclude yourself from this Class to continue your own lawsuit.

15. If I exclude myself, can I still get a payment from the Settlements?

No. You will not get any money if you exclude yourself from the Settlement(s).

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hbsslaw.com
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101

and

55 Cambridge Parkway, Suite 301
Cambridge, MA 02142

Hoffman & Edelson LLC
45 West Court Street
Doylestown, PA 18901

Spector Roseman Kodroff & Willis, PC
www.srk-law.com
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Wallace LLP
www.wtlaw.us
55 West Monroe Street, Suite 3300
Chicago, IL 60603

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee that will be paid out of the Settlement Funds. More information about Class Counsel and their experience is available at the Web sites listed above.

17. How will the lawyers be paid?

Class Counsel may ask the Court for attorneys' fees not to exceed one-third of the Settlement Funds (after deducting any amount that AstraZeneca gets back from any TPP exclusions) plus reimbursement of their expenses. Class Counsel will also request each of the Class Representatives who helped the lawyers on behalf of the whole Class be compensated for the time spent helping litigate the case.

COMMENTING ON THE SETTLEMENTS

You can tell the Court that you don't agree with either Settlement or some part of them.

18. How do I tell the Court what I think about the Settlements?

If you have comments about, or disagree with, any aspect of the Settlement(s), including the requested attorneys' fees, you may express your views to the Court by writing to the address below. The written response should include your name, address, telephone number, the case name and number (*In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456), a reference to the Nationwide AstraZeneca Consumer Class Settlement and/or the Massachusetts AstraZeneca Consumer Class Settlement, a brief explanation of your reasons for objection, and your signature. The response must be filed with the Court on or before **December 31, 2010** at:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

and served upon the following counsel on or before **December 31, 2010**:

Counsel for the Class

Steve W. Berman
HAGENS BERMAN SOBOL SHAPIRO LLP
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101

Counsel for AstraZeneca

Joel M. Cohen
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, NY 10017

19. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you don't like something about the Settlement(s). You can object to a Settlement only if you do not exclude yourself from that Settlement. Excluding yourself from a Settlement is telling the Court that you don't want to be part of that Settlement. If you exclude yourself from a Settlement, you have no basis to object to that Settlement because it no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve each of the Settlements and any requests for fees and expenses. You may attend and you may ask to speak, but you don't have to.

20. When and where will the Court decide whether to approve the Settlements?

The Court will hold a Fairness Hearing at **2 p.m. on January 21, 2011**, at the United States District Court for the District of Massachusetts, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Boston, MA 02210. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.AstraZenecaSettlement.com for updated information. At this hearing the Court will consider whether each of the Settlements is fair, reasonable, and adequate. The Court will also consider how much to pay Class Counsel and Class Representatives. If there are objections or comments, the Court will consider them at this time. After the hearing, the Court will decide whether to approve each of the Settlements. We do not know how long these decisions will take.

21. Do I have to come to the hearing?

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the hearing, you are more than welcome at your expense. However, it is not necessary that you attend. As long as the objection was received before the deadline the Court will consider it.

22. May I speak at the hearing?

If you want your own lawyer instead of Class Counsel to speak at the Final Approval Hearing, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuit (*In re: Pharmaceutical Industry Average Wholesale Price Litigation*, 01-CV-12257-PBS, MDL No. 1456), and state that you wish to enter an appearance at the Fairness Hearing. It also must include your name, address, telephone number, and signature. Your "Notice of Appearance" must be filed/served on or before **December 31, 2010**. You cannot speak at the Hearing if you previously asked to be excluded from a Settlement.

The Notice of Appearance must, on or before **December 31, 2010**, be filed with the Court at the address in Question 18 and also served on counsel listed in Question 18.

GETTING MORE INFORMATION

23. How do I get more information?

This Notice summarizes the Settlements. You can get more information about the Settlements at www.AstraZenecaSettlement.com; by calling 1-888-812-1643; writing to AstraZeneca Class 2 and 3 Consumer Settlements, c/o Rust Consulting, Inc., P.O. Box 24644, West Palm Beach, FL 33416; or email info@AstraZenecaSettlement.com.

DATED: August 12, 2010

BY ORDER OF THE COURT

For More Information: Call 1-888-812-1643 or Visit www.AstraZenecaSettlement.com

Para una notificación en Español, llamar o visitar nuestro website

AstraZeneca Class 2 and 3 Consumer Settlements
c/o Rust Consulting, Inc.
P.O. Box 24644
West Palm Beach, FL 33416

IMPORTANT COURT DOCUMENTS

**POSTMARKED
ON OR BEFORE
FEBRUARY 15, 2011**

**ASTRAZENECA CLASS 2 AND 3
NATIONWIDE AND
MASSACHUSETTS SETTLEMENTS**

OFFICIAL USE ONLY

CLAIM FORM

How to Apply for a Payment from the Proposed Settlements

If you would like to submit a claim in either the AstraZeneca Nationwide Settlement, or the AstraZeneca Massachusetts Settlement, or both, complete this form and mail it to the address below.

YOUR CLAIM MUST BE POSTMARKED ON OR BEFORE FEBRUARY 15, 2011

MAIL YOUR CLAIM TO:

AstraZeneca Class 2 and 3 Consumer Settlements
c/o Rust Consulting, Inc.
P.O. Box 24644
West Palm Beach, FL 33416

SECTION A: CLAIMANT IDENTIFICATION

Please provide us with the following information related to the individual for whom Zoladex® was prescribed. This person is referred to as the "Claimant."

Claimant's Name

Street Address

City

State

Zip Code

Date of Birth

Daytime Telephone Number

SECTION B: CLAIMANT REPRESENTATIVE INFORMATION

If you are the Claimant, do not complete this section. Complete this section only if you are a representative (such as a spouse, guardian, executor or personal representative) filing this claim on behalf of the Claimant listed above. Please provide YOUR name, relationship to the Claimant, and YOUR contact information in the spaces provided below.

Contact Name

Relationship to Claimant

Street Address

City

State

Zip Code

Daytime Telephone Number



* A Z Z C *



* 1 - 4 *

SECTION C: SHOULD I FILE A CLAIM FORM?

Please answer the following questions in order to determine if the Claimant is eligible for a payment from the proposed Settlement:

1. Were you (or the Claimant) prescribed Zoladex® during the period from January 1, 1991 through June 11, 2010? ☐ Yes ☐ No
2. Did you (or the Claimant) pay either the full price of Zoladex® or a percentage co-payment of the cost of Zoladex® for a non-Medicare Part B purchase? ☐ Yes ☐ No

Note: If you paid a flat co-payment (i.e., your out-of-pocket expense was always the same for all of your prescription drugs, like a \$10 or \$25 co-pay) you did not pay a percentage of the cost.

If you answered **No** to any of the questions above, you are not eligible to receive any benefits from these proposed Settlements. You may disregard this Notice and Claim Form. If you answered **Yes** to both of these questions, you should continue to Section D below.

SECTION D: CHOOSE A REFUND OPTION – YOU HAVE TWO OPTIONS

Please check one of the boxes below in order to choose your refund option:

<input type="checkbox"/>	OPTION 1: I choose the EASY REFUND option. I understand that I will receive a payment of up to \$400.00 from the Settlements and not be required to provide additional documentation unless requested by the Claims Administrator. SKIP TO SECTION G ON PAGE 4 AND SIGN AND DATE.
<input type="checkbox"/>	OPTION 2: I choose the FULL REFUND option. I understand that in order to receive a full refund I must provide one form of proof of a full cash or a non-Medicare Part B percentage co-payment for Zoladex®. The list of acceptable forms of proof is listed below in Section F under “Proof of Payment.”

Go to Page 3, Section E and complete the appropriate chart;

On Page 4, Section F, review the proof requirements;

On Page 4, Section G, sign and date the Claim Form.



SECTION E: DRUG PURCHASE INFORMATION – FILL OUT ONLY IF YOU CHOSE OPTION 2 – FULL REFUND

Instructions for Completing the Out-of-Pocket Expenditures Chart

A. In the Out-of-Pocket Expenditures Chart below, please provide a.) the total amount paid (not monthly) by the Claimant for Zoladex®, or b.) the amount the Claimant is obligated to pay for Zoladex®, during the time periods in the chart. Co-payments under Medicare Part-B are not included in these Settlements.

- Print clearly.
- Do not include flat co-payments in the total amounts paid.
- Enter the full amount paid during the time periods listed in the chart, not a monthly amount.
- A good faith estimate is permitted.

B. For example, if you made a non-Medicare Part B percentage co-payment for Zoladex® 6 times for \$200 each, please print \$1,200 for the Total Amount Paid.

OUT-OF-POCKET EXPENDITURES

NATIONWIDE SETTLEMENT	
Non-Medicare Part B Zoladex® Expenditures <u>OUTSIDE</u> Massachusetts	
	TOTAL AMOUNT PAID
FROM JANUARY 1, 1991 THROUGH NOVEMBER 30, 1997	\$
FROM DECEMBER 1, 1997 THROUGH DECEMBER 31, 2004	\$
FROM JANUARY 1, 2005 THROUGH JUNE 11, 2010	\$

MASSACHUSETTS SETTLEMENT	
Non-Medicare Part B Zoladex® Expenditures <u>IN</u> Massachusetts	
	TOTAL AMOUNT PAID
FROM JANUARY 1, 1991 THROUGH NOVEMBER 30, 1997	\$
FROM DECEMBER 1, 1997 THROUGH DECEMBER 31, 2004	\$
FROM JANUARY 1, 2005 THROUGH JUNE 11, 2010	\$



SECTION F: PROOF OF PAYMENT – PROVIDE ONLY IF YOU CHOSE OPTION 2 – FULL REFUND

If you chose Option 2, you must provide proof that you made a full cash payment or a non-Medicare Part B percentage co-payment for one of the Zoladex® purchases you are claiming in the table in Section E above. Again, you only need to provide one form of proof for one of your purchases.

Any one of the following is acceptable as proof of a full cash payment or a percentage co-payment under a private insurance plan (**not** Medicare Part B) for Zoladex®:

- (1) A receipt, cancelled check, or credit card statement that shows a payment for Zoladex® (other than a flat co-payment); or
- (2) A letter from a doctor saying that he or she prescribed Zoladex® and you paid part or all of the cost of Zoladex® (other than a flat co-payment) at least once; or
- (3) An EOB (explanation of benefits) from your private, non-Medicare Part B insurer that shows you made or are obligated to make full cash or percentage co-payments for Zoladex®; or
- (4) A notarized statement signed by you indicating you paid or are obligated to pay the total cost or a non-Medicare Part B percentage co-payment for prescriptions between January 1, 1991 through June 11, 2010, including the total of all full cash and/or percentage co-payments for Zoladex® during the time period; or
- (5) Records from your pharmacy showing that you made full cash and/or percentage co-payments under a private insurance plan (**not** Medicare Part B) for Zoladex® purchased between January 1, 1991 through June 11, 2010.

SECTION G: SWORN STATEMENT REGARDING PAYMENTS MADE

I declare under penalty of perjury that the information provided here is, to the best of my knowledge, correct. I also declare under penalty of perjury that I paid the total cost or a non-Medicare Part B percentage co-payment for Zoladex® as indicated in this claim form at some time during the period from January 1, 1991 through June 11, 2010. If not submitting this for myself, I am authorized to submit this form on behalf of the claimant identified above because I am the spouse of a deceased claimant or the legal representative of a claimant (either living or deceased).¹

Signature

Date

Mail all pages of this claim form along with proof(s) of payment to the following address:

AstraZeneca Class 2 and 3 Consumer Settlements
c/o Rust Consulting, Inc.
P.O. Box 24644
West Palm Beach, FL 33416

Toll-Free Telephone: 1-888-812-1643

www.AstraZenecaSettlement.com

¹ Please note that your signature on this Claim Form indicates that you declare, under penalty of perjury, that you (or someone on whose behalf you are acting) made a cash or non-Medicare Part B percentage co-payment for Zoladex® at some time during the Class Period. As a result, providing false information on this Claim Form could constitute perjury.



EXHIBIT 3

Exclusion Report

12/13/2010 11:58 AM

PROJECT: Astra23 TPP - Database: AZ2T

Page 1 of 1

Report Criteria: None

Report ID :EXC15000

EXCL ID	FULL NAME
1	MCDONALDS CORPORATION
2	MISSISSIPPI STATE & SCHOOL EMPLOYEES
3	APPLIED SYSTEMS INC
4	IPEX USA LLC
5	THE MATH WORKS
6	KOCH INDUSTRIES
TOTAL NUMBER OF EXCLUSIONS: 6	

EXHIBIT 4

Exclusion Report

12/13/2010 12:56 PM

PROJECT: Astra23 CONSUMER - Database: AZ2C

Page 1 of 1

Report Criteria: None

Report ID :EXC15000

EXCL ID	FULL NAME
1	FRANK CORRADI JR
TOTAL NUMBER OF EXCLUSIONS: 1	

CERTIFICATE OF SERVICE

I hereby certify that I, Steve W. Berman, an attorney, caused a true and correct copy of the foregoing, **DECLARATION OF ROBIN M. NIEMIEC**, to be delivered to all counsel of record by electronic service pursuant to Paragraph 11 of the Case Management Order No. 2, by sending on December 15, 2010, a copy to LEXISNexis File & Serve for posting and notification to all parties.

/s/ Steve W. Berman

Steve W. Berman